

Notice

NOTICE is hereby given that the 73rd Annual General Meeting of the Members of Tata Coffee Limited will be held at the Registered Office of the Company at Pollibetta 571215, Kodagu, Karnataka on Tuesday the 26th July, 2016 at 10.30 A.M. to transact the following businesses:

ORDINARY BUSINESS:

1. (a) To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016, together with the Reports of the Board of Directors and Auditors thereon.
- (b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2016, together with the Report of the Auditors thereon.
2. To declare Dividend for the Financial Year 2015-16 on Equity Shares.
3. To appoint a Director in place of Mr. T. Radhakrishnan (DIN: 03527405) who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. K. Venkataramanan (DIN: 01728072) who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint M/s. SNB Associates, Chartered Accountants (Firm Registration No. – 015682N) as Joint Statutory Auditors of the Company and fix their remuneration:

To consider and if thought fit, to pass the following Resolution with or without modification(s) as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s SNB Associates Chartered Accountants, (Firm Registration No. – 015682N) be and are hereby appointed as Joint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Seventy Fourth (74th) AGM of the Company to be held in 2017 at such remuneration, including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors, who shall be jointly and severally responsible with M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W) for the Financial Year 2016-17.

6. To appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W) as Statutory Auditors of the Company and fix their remuneration:

To consider and if thought fit, to pass the following Resolution with or without modification(s) as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the Seventy Eighth (78th) AGM of the Company to be held in 2021, subject to ratification of their appointment by the shareholders at every AGM held after this AGM, at such remuneration, including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors, who shall be jointly and severally responsible with M/s. SNB Associates, Chartered Accountants (Firm Regn. No. – 015682N) for the Financial Year 2016-17.

SPECIAL BUSINESS:

7. **Appointment of Mr. Chacko Purackal Thomas as a Director.**

To consider and if thought fit to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Chacko Purackal Thomas (DIN: 05215974), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 4th August, 2015 in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Article 101 of the Articles of Association of the Company, and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 (1) of the Act proposing his candidature to the Office of Director, be and is hereby appointed as a Director of the Company.”

8. Appointment of Mr. Chacko Purackal Thomas as Executive Director and Deputy CEO.

To consider and if thought fit to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Company be and is hereby accorded to the terms and conditions of appointment and remuneration payable to Mr. Chacko Purackal Thomas (DIN: 05215974), as Executive Director and Deputy CEO for the period of three years with effect from 4th August, 2015 to 3rd August, 2018, upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of inadequacy of profits in any Financial Year with authority to the Board of Directors of the Company to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Chacko Purackal Thomas.”

“RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

9. Appointment of Mr. T. Radhakrishnan as Executive Director – ICD Operations.

To consider and if thought fit to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Company be and is hereby accorded to the terms and conditions of re-appointment and remuneration payable to Mr. T. Radhakrishnan (DIN: 03527405), as Executive Director – ICD Operations for the period of three years with effect from 26th July, 2016 to 25th July, 2019, upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of inadequacy of profits in any Financial Year with authority to the Board of Directors of the Company to alter and vary the terms and conditions of the said appointment in such

manner as may be agreed to between the Board of Directors and Mr. T. Radhakrishnan.”

“RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

10. Ratification of Cost Auditor’s Remuneration.

To consider and if thought fit to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 2,75,000 plus applicable taxes and out-of-pocket expenses payable to M/s Rao, Murthy & Associates, Cost Accountants, (Firm Registration No. 000065), who are appointed as Cost Auditors of the Company to audit the cost records of the Company for the financial year ending 31st March, 2017.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary proper or expedient to give effect to this resolution.

By Order of the Board

N.S. Suryanarayanan
Company Secretary

Place: Bengaluru

Date: 16th May, 2016

NOTES:

- The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item Nos. 7 to 10 is annexed hereto. The relevant details as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“SEBI Listing Regulations”), of the persons seeking re-appointment/appointment as Directors are provided in Annexure to this Notice.
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL IN HIS/HER STEAD AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies in order to be effective must be received at the Company’s Registered Office not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf

of companies, societies, partnership firms etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. **Book Closure and Dividend:**

- (a) The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, the 12th July, 2016 to Tuesday, the 26th July, 2016 (both days inclusive).
- (b) If dividend on Equity Shares, as recommended by the Board, is approved at the Meeting, the payment of such dividend will be made on or after 29th July, 2016 as under:
 - (i) to all beneficial owners in respect of Shares held in electronic form as per details furnished by the Depositories for this purpose on the beginning of 12th July, 2016.
 - (ii) to all Members in respect of Shares held in physical form, whose names are on the Company's Register of Members as on 12th July, 2016.

4. The route map showing directions to reach the venue of the AGM is annexed.

5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

6. Members are requested to bring their attendance slip along with their copy of the Annual Report to the Meeting.

7. **Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):**

Pursuant to Sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956, all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed/unpaid for a period of seven years from the date they became due for payment, in relation to the Company, have been transferred to the IEPF established by the Central Government. No claim shall be entertained against the IEPF or the Company for the amounts so transferred.

The Company has transferred the unclaimed/unpaid dividends and interests declared up to Financial Year 2007-08 on due

dates, to the IEPF. Pursuant to the provisions of IEPF (uploading of information regarding unclaimed/unpaid amounts lying with companies) Rules 2012, the Company has uploaded the details of the same as on the date of last AGM i.e. 3rd August, 2015, on the website of the Company and the Ministry of Corporate Affairs (MCA). The balance lying in the unpaid dividend account for the year ended 31st March, 2009 will be transferred to IEPF by 22nd August, 2016 and 28th December, 2016 for Equity Shares and 7% NCD respectively. Shareholders who have not yet en-cashed their dividend warrants are requested to do so sufficiently in advance before the said transfers take place.

8. **Payment of Dividend through electronic means:**

(a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in electronic mode through various permissible modes such as National Automated Clearing House (NACH). Members holding shares in physical form and desirous of availing this facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's Share Registrars and Transfer Agents, TSR Darashaw Ltd. Members holding shares in electronic form are requested to provide the details to their respective Depository Participants.

(b) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

9. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Share Registrars and Transfer Agents. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Share Registrars and Transfer Agents.

10. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Share Registrars and Transfer Agents for assistance in this regard.

11. **Updation of Members' Details:**

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/Share Registrars and Transfer Agents to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing the additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company or its Share Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant.

12. **Nomination Facility:-** As per the provisions of Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in demat form; the nomination form may be filed with the respective DP.

13. Shareholders, who have not yet exchanged their shares of Asian Coffee Ltd. /Coffee Lands Ltd. /Consolidated Coffee Ltd., with the Share Certificates of Tata Coffee Ltd., are requested to surrender their Share Certificate(s) for exchange. They may contact the Company's Registrar and Share Transfer Agent TSR Darashaw Limited in this connection.

14. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and Bank Holidays during business hours up to the date of the Meeting.

15. Electronic Copy of the Annual Report 2015-16 is being sent to those Members whose e-mail addresses are registered with the Company / Depositories for communication purpose, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies of the Annual Report are being sent by the permitted mode. Members may note that this Annual Report will also be available on the Company's website viz. www.tatacoffee.com.

16. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Share Registrars and Transfer Agents/their Depository Participants, in respect of shares held in physical/electronic mode respectively.

17. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time,

and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

18. The facility for voting through poll shall also be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.

19. The Company has appointed Mr. P. N. Parikh of M/s. Parikh & Associates, Practicing Company Secretaries (Membership No. FCS 327) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.

20. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

21. **The instructions for e-voting are as under:**

A. In case a Member receives an email from NSDL (for members whose e-mail ID's are registered with the Company/ Depository Participants):

(i) Open the e-mail and open pdf file "Tata Coffee e-voting.pdf" with your Client ID or Folio No. as password. The pdf file contains your user ID and password/PIN for e-voting. Please note that this password is an initial password.

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.

(iii) Click on "Shareholder – Login".

(iv) Type User ID and password as initial password/ PIN noted in step (i) above. Click Login.

(v) You will now reach Password Change Menu, wherein you are required to mandatorily change your password/ PIN with new password of your choice. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). On first login, the system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. in the user profile details of the folio, which may be used for sending future communications. You will also

- need to enter a secret question and answer of your choice to retrieve your password in case you forget it. Note your new password. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (vi) You need to login again with the new credentials. Home page of e-voting will open. Click on "e-voting: Active Voting Cycles".
 - (vii) Select the "EVEN" (Electronic Voting Event Number) of Tata Coffee Limited. Now you are ready for e-voting as Cast Vote page opens.
 - (viii) On the voting page, you may cast your vote by selecting an appropriate option "For" or "Against" and click "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm or "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. Upon confirmation, the message "Vote Cast Successfully" will be displayed.
 - (ix) You can similarly vote in respect of all other resolutions forming part of the Notice of the Annual General Meeting. During the voting period, Members can login any number of times till they have voted on all the Resolutions.
 - (x) If you wish to log out after voting on a few resolutions and continue voting for the balance resolutions later, you may click on "RESET" for those resolutions for which you have not yet cast the vote.
 - (xi) Corporate/ Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the relevant Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer at the email address: 'cs@parikhassociates.com' with a copy marked to 'evoting@nsdl.co.in'. The scanned image of the above mentioned documents should be in the naming format: Corporate Name_EVEN NO.
- B. In case a Member receives physical copy of the Notice of the AGM (for Members whose e-mail addresses are not registered with the Company / Depositories):
- i. Initial password is provided in the enclosed attendance slip: EVEN (E-voting Event Number) + USER ID and PASSWORD
 - ii. Please follow all steps from Sl. No. (ii) to (xi) as mentioned in (A) above, to cast your vote.
- C. Members who are already registered with NSDL for e-voting can use their existing User ID and password/ PIN for casting their votes.
 - D. Members holding Shares in either Physical or De-materialized form as on the Cut-Off Date of 19th July, 2016, may cast their votes electronically. The e-voting period for the Members who hold shares as on the Cut-Off Date commences from 9.00 a.m. on Saturday the 23rd July, 2016 and ends at 5.00 p.m. on Monday the 25th July, 2016. The e-voting module shall be disabled by NSDL for voting thereafter.
 - E. In case of any query pertaining to e-voting, Members may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the Downloads section of <https://www.evoting.nsdl.com> or call on toll free No: 1800-222-990. Any query or grievance connected with the remote e-voting may be addressed to the Company Secretary, Mr. N S Suryanarayanan at No 57, Railway Parallel Road, Kumara Park West, Bengaluru – 560 020. Tel: +91 80 23560695, Fax: +91 80 23341834, Email:- suryanarayanan.ns@tatacoffee.com
22. **General instructions/information for Members for voting on the Resolutions:**
- (a) The voting rights of the shareholders (for voting through remote e-voting or by Poll paper at the Meeting) shall be in proportion to their share of the paid-up equity share capital of the Company as on 19th July, 2016 ("Cut-Off Date"). A person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, voting through Ballot form as well as voting at the meeting.
 - (b) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 19th July, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting

then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com

- (c) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and make, not later than three days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- (d) The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the result of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.tatacoffee.com and on the website of NSDL within two (2) working days of passing of the resolutions and communicated to the Stock Exchanges where the Company is listed, viz. Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd.
- (e) Subject to the receipt of requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM i.e. Tuesday, the 26th July, 2016.

**Details of Directors seeking appointment/re-appointment at the fourthcoming Annual General Meeting
(Pursuant to regulation 36(3) of the SEBI Listing Regulations)**

Name of Directors	Mr. T. Radhakrishnan	Mr. K. Venkataramanan	Mr. Chacko Purackal Thomas
Date of Birth	07.09.1960	30.07.1961	09.04.1970
Date of Appointment	26.07.2013	25.10.2014	04.08.2015
Qualifications	B.Tech (Chemical)	ACA, ICWA	Bachelor of Science with specialisation in Computer Science.
Relationship between Directors inter-se	None	None	None
Expertise in specific functional area	33 years of experience in the area of Chemical Engineering	30 years of experience in the area of Finance	24 years of experience in Plantation Sector.
Directorships held in other Public Companies (excluding Foreign, Private, and Section 8 Companies)	Nil	TRIL Constructions Limited. Tata Housing Development Company Limited.	Nil
Memberships/Chairmanships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Audit Committee TRIL Constructions Limited (Member)	Nil
No. of Shares held in the Company	Nil	Nil	Nil

Explanatory Statement

Pursuant to Section 102 of the Companies Act, 2013 ("Act")

ITEM NOS. 7 & 8.

Mr. Chacko Purackal Thomas was appointed as an Additional Director of the Company with effect from 4th August, 2015. In terms of the provision of Section 161 of the Act, he holds office till the date of the ensuing AGM and is eligible for re-appointment.

Mr. Chacko has over 24 years of experience in Plantations sector and was the Managing Director of Kannan Devan Hills Plantation Company Private Limited, Munnar. He has completed his Bachelors Degree in Science with specialization in Computer Science from University of Jodhpur.

The Board of Directors on the recommendations of the Nomination & Remuneration Committee, vide its Meeting dated 3rd August, 2015 also appointed Mr. Chacko Purackal Thomas as Executive Director and Deputy CEO of the Company for a period of three years with effect from 4th August, 2015 on the terms and conditions as indicated below.

Notice under the provision of Section 160 of the Act, along with the requisite deposit has been received from a member signifying its intention to propose the candidature of Mr. Chacko Purackal Thomas as a Director of the Company.

Mr. Chacko's appointment as Executive Director and Deputy CEO is subject to the approval of the members in the Annual General Meeting.

The main terms and conditions of appointment of Mr. Chacko Purackal Thomas (hereinafter referred to as "appointee") are given below:

- A.** Tenure of Appointment: The appointment of Mr. Chacko Purackal Thomas as an Executive Director and Deputy CEO is for a period of 3 years with effect from 4th August, 2015.
- B.** Nature of Duties: The appointee shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by Board and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board and the Managing Director of the Company, in connection with and in the best interests of the Company and the business of any one or more of its Associated Companies and/or Subsidiaries, including performing duties as assigned by the Board from time to time by serving on the Boards of such Associated Companies/ Subsidiaries or any other Executive body or a Committee of such a Company.

C. Remuneration:

The appointee shall be entitled to remuneration as stated hereunder in terms of Schedule V of the Companies Act, 2013 and which is as per Industry/Market standards:

- i. (a) Basic salary: ₹ 3,50,000/- p.m. (₹ 3,83,075/- p.m. w.e.f. 01.04.2016) with annual increments effective 1st April every year as may be decided by the Board on the recommendations of Nomination & Remuneration Committee based on merit and taking into account the Company's Performance; (b) Commission and/or incentive remuneration based on performance criteria to be laid down by the Board; and (c) Benefits, perquisites and allowances as may be determined by the Board from time to time over and above the basic salary.
- ii. Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any Financial Year during the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary, benefits, perquisites and allowances as specified above.

D. Other terms of Appointment:

- i. The appointee shall not become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- ii. The terms and conditions of the appointment of the appointee may be altered and varied from time to time by the Board as it may, in its discretion deem fit, subject to the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the appointee.
- iii. The appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.
- iv. The employment of the appointee may be terminated by the Company without notice or payment in lieu of notice:
 - (a) if the appointee is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any Subsidiary or Associated Company to which he is required to render services; or
 - (b) in the event of any serious, repeated or continuing breach (after prior warning) or non-observance by the appointee of any of the stipulations contained in the Agreement executed between the Company and the appointee ("Agreement"); or
 - (c) in the event the Board expresses its loss of confidence in the appointee.

- v. In the event the appointee is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- vi. Upon the termination by whatever means of the appointee's employment:
 - (a) the appointee shall immediately tender his resignation from the offices held by him in any Subsidiaries and Associated Companies and other entities without claim for compensation for loss of Office;
 - (b) the appointee shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the Subsidiaries or Associated Companies.

The terms and conditions of appointment of the appointee also include clauses pertaining to adherence with the Tata Code of Conduct and maintenance of confidentiality.

- vii. If and when the Agreement expires or is terminated for any reason whatsoever, the appointee will cease to be the Executive Director and Deputy CEO, and also cease to be a Director.

In compliance with provisions of Sections 196,197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the terms of appointment and remuneration specified above are now being placed before the Members for their approval.

The Company is expected to immensely benefit from Mr. Chacko's Plantations experience and the Directors recommend the resolutions set out in Item Nos. 7 & 8 of the accompanying notice.

Mr. Chacko Purackal Thomas is interested and concerned in the resolutions mentioned against Item Nos. 7 & 8 in the Notice. Other than Mr. Chacko Purackal Thomas, no other Directors, Key Managerial Personnel or their relatives are concerned or interested in the Resolutions.

ITEM NO. 9

The Board of Directors, on the recommendations of the Nomination & Remuneration Committee, vide its Meeting dated 16th May, 2016 have re-appointed Mr. T. Radhakrishnan as Executive Director, ICD Operations of the Company for a period of three years with effect from 26th July, 2016 on the terms and conditions including remuneration as indicated below.

Mr. T. Radhakrishnan started his career with Tata Chemicals in 1982 and then moved to Tata Coffee in January, 2010, as Vice President – ICD Operations. Subsequently he was inducted in the Board of Tata Coffee as Executive Director - ICD Operations w.e.f. 26th July, 2013. He has over 33 years of experience in the area of Chemical Engineering.

Mr. T. Radhakrishnan's re-appointment is subject to the approval of the members in the Annual General Meeting.

The main terms and conditions of appointment of Mr. T. Radhakrishnan (hereinafter referred to as "appointee") are given below:

- A. Tenure of Appointment:** The appointment of Mr. T. Radhakrishnan as Executive Director, ICD Operations is for a period of 3 years with effect from 26th July, 2016.
- B. Nature of Duties:** The appointee shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by Board, and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board and the Managing Director of the Company, in connection with and in the best interests of the Company and the business of any one or more of its Associated Companies and/or Subsidiaries, including performing duties as assigned by the Board from time to time by serving on the Boards of such Associated Companies/ Subsidiaries or any other Executive body or a Committee of such a Company.

C. Remuneration:

The appointee shall be entitled to remuneration as stated hereunder in terms of Schedule V of the Companies Act, 2013 and as per Industry/Market standards:

- (i) Basic salary: ₹ 2,26,669/- p.m. as per existing terms of Remuneration with annual increments effective 1st April every year as may be decided by the Board, on the recommendation of Nomination & Remuneration Committee based on merit and taking into account the Company's Performance; (b) Commission and/or incentive remuneration based on performance criteria to be laid down by the Board; and (c) Benefits, perquisites and allowances as may be determined by the Board from time to time over and above the basic salary.
- (ii) Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any Financial Year during the currency of the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary, benefits, perquisites and allowances as specified above.

D. Other terms of Appointment:

- i. The appointee shall not become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- ii. The terms and conditions of the appointment of the appointee may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the appointee subject to such approvals as may be required.
- iii. The appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.
- iv. The employment of the appointee may be terminated by the Company without notice or payment in lieu of notice:
 - (a) if the appointee is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any Subsidiary or Associated Company to which he is required to render services; or
 - (b) in the event of any serious, repeated or continuing breach (after prior warning) or non-observance by the appointee of any of the stipulations contained in the Agreement executed between the Company and the appointee ("Agreement"); or
 - (c) in the event the Board expresses its loss of confidence in the appointee.
- v. In the event the appointee is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- vi. Upon the termination by whatever means of the appointee 's employment:
 - (a) the appointee shall immediately tender his resignation from offices held by him in any Subsidiaries and Associated Companies and other entities without claim for compensation for loss of Office;

- (b) the appointee shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the Subsidiaries or Associated Companies.

The terms and conditions of appointment of the appointee also include clauses pertaining to adherence with the Tata Code of Conduct and maintenance of confidentiality.

- vii. If and when the Agreement expires or is terminated for any reason whatsoever, the appointee will cease to be the Executive Director, and also cease to be a Director.

In compliance with provisions of Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the terms of appointment and remuneration specified above are now being placed before the Members for their approval.

The Company has benefited immensely during his tenure as Executive Director - ICD Operations and Directors recommend the resolution for his reappointment set out in Item No. 9 of the accompanying notice.

Mr. T. Radhakrishnan is interested and concerned in the resolution mentioned against Item No. 9 in the Notice. Other than Mr. T. Radhakrishnan, no other Directors, Key Managerial Personnel or their relatives are concerned or interested in the Resolution.

ITEM NO. 10.

The Board of Directors of the Company on the recommendations of the Audit Committee approved the Appointment and Remuneration of M/s Rao, Murthy & Associates, Cost Accountants, to conduct the Audit of Cost Records of the Company for the Financial Year ending 31st March, 2017.

In terms of the provisions of Section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules 2014, the Remuneration payable to the Cost Auditor is required to be ratified by the members of the Company.

The Directors recommend the resolution set out in Item No. 10 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested in the resolution.

By Order of the Board
N.S. Suryanarayanan
 Company Secretary

Place: Bengaluru
 Date: 16th May, 2016



TATA
TATA COFFEE LIMITED

Corporate Identification No.L01131KA1943PLC000833
Corporate Office: No. 57, Railway Parallel Road, Kumara Park West, Bengaluru 560020.
Ph. No. 080 23560695/97 Fax No. 080 23341843
Registered Office: Pollibetta 571215, Kodagu, Karnataka , India.
Email id.: investors@tatacoffee.com Website: www. tatacoffee.com

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration), Rules, 2014]

Name of the member(s)	:	_____
Registered Address	:	_____
E-mail Id	:	_____
Folio No./DP IDNo./Client ID No.	:	_____

I/We being a Member(s) of _____ shares of Tata Coffee Limited, hereby appoint:

- Name _____ e-mail id: _____
Address: _____
or failing him
- Name _____ e-mail id: _____
Address: _____
or failing him
- Name _____ e-mail id: _____
Address: _____

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 73rd Annual General Meeting of the company to be held at the Registered Office of the Company at Pollibetta, Kodagu, on Tuesday, the 26th July, 2016 at 10.30 A.M. and any adjournment thereof in respect of such resolutions as are indicated below:

- (a) To receive consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016, together with the Reports of the Board of Directors and Auditors thereon.
(b) To receive consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2016, together with the Report of the Auditors thereon.
- To declare Dividend for the Financial Year 2015-16 on Equity Shares.
- To appoint a Director in place of Mr. T. Radhakrishnan (DIN: 03527405) who retires by rotation and being eligible offers himself for re-appointment.
- To appoint a Director in place of Mr. K. Venkataramanan (DIN: 01728072) who retires by rotation and being eligible offers himself for re-appointment.
- To appoint M/s. SNB Associates, Chartered Accountants (Firm Registration No. - 015682N) as Joint Statutory Auditors of the Company and fix their remuneration.
- To appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W) as Statutory Auditors of the Company and fix their remuneration.
- Appointment of Mr. Chacko Purackal Thomas (DIN: 05215974) as a Director.
- Appointment of Mr. Chacko Purackal Thomas (DIN: 05215974) as Executive Director and Deputy CEO.
- Appointment of Mr. T. Radhakrishnan (DIN: 03527405) as Executive Director-ICD Operations.
- Ratification of Cost Auditor's Remuneration

Please affix
Revenue
Stamp

Signed this day of 2016.

Signature of Shareholder:

Signature of Proxy holder:

Note:

- This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, at Pollibetta 571215, Kodagu, Karnataka, India not less than Forty-Eight (48) hours before the commencement of the meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.

TATA COFFEE LIMITED

Corporate Identification No.L01131KA1943PLC000833
Corporate Office: No. 57, Railway Parallel Road, Kumara Park West, Bengaluru 560020.
Ph. No. 080 23560695/97 Fax No. 080 23341843
Registered Office: Pollibetta 571215, Kodagu, Karnataka , India.
Email id.: investors@tatacoffee.com Website: www. tatacoffee.com

ATTENDANCE SLIP

(to be present at the entrance)

I hereby record my presence at the 73rd Annual General Meeting of the Company held at the Registered Office of the Company at Pollibetta – 571 215, Kodagu, Karnataka on Tuesday, the 26th July, 2016 at 10.30 A.M.

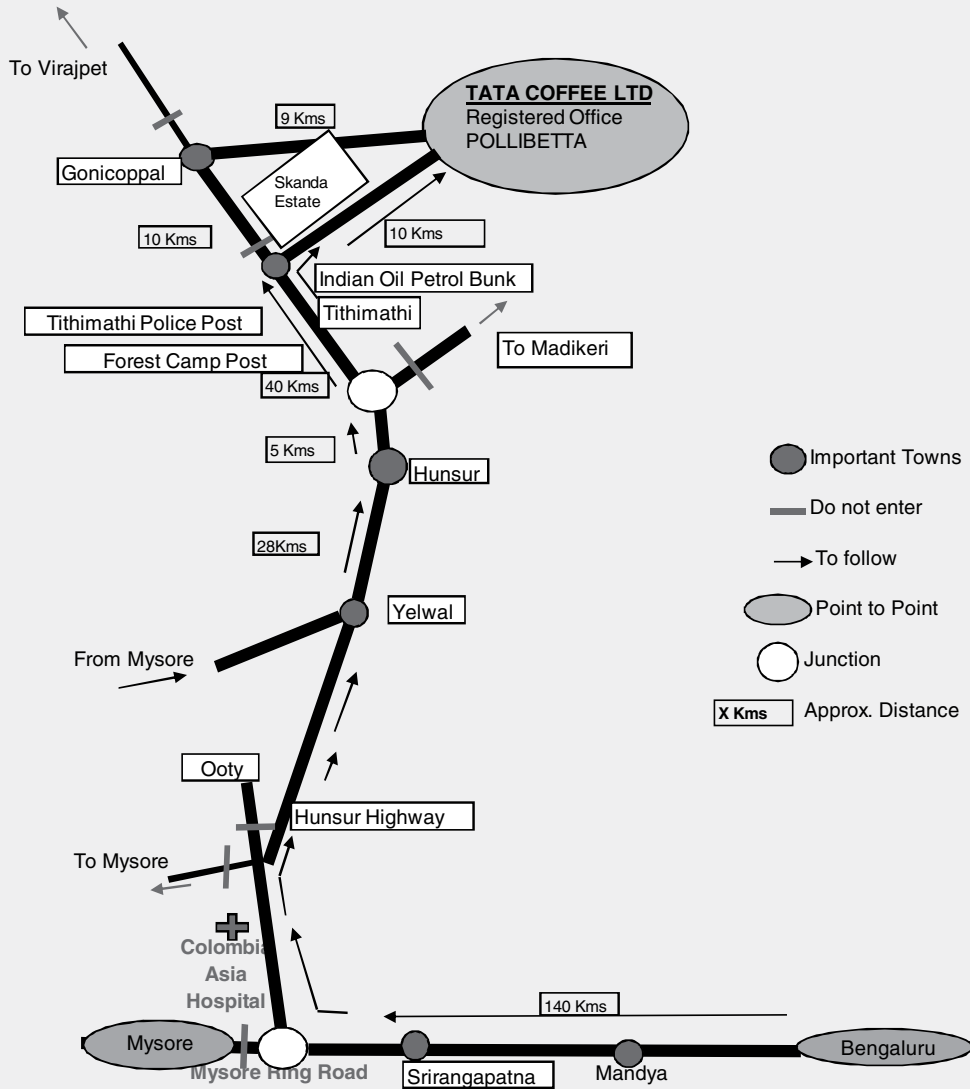
Folio No. _____ DP.ID. No. _____ Client ID No. _____

Name of the Member _____ Signature _____

Name of the Proxyholder _____ Signature _____

Route Map: Tata Coffee, Pollibetta, Coorg (Kodagu)

Landline No. 08274 - 251411



Note: Map not to scale / Distance mentioned is approximate